

EXHIBIT 1



Michael J. Robinson
Vice President
Environment, Energy and
Safety Policy

February 7, 2011

New England Governors' Conference, Inc.
76 Summer Street
Boston, MA 02110-1226

Dear Sirs/Madams:

On November 23, 2009, I informed the New England Governors' Conference that General Motors Company, LLC (GM) would consider providing financial support to the National Vehicle Mercury Switch Removal Program (NVMSRP) and the End of Life Vehicle Solutions (ELVS) entity for the recovery of mercury switches generated by the Motors Liquidation Company, f/k/a General Motors Corporation (MLC). Mr. Akerson and I received a January 28, 2011 letter from the representatives of nine states requesting a decision based on MLC's imminent exit from bankruptcy.

As you know, GM purchased certain assets from MLC, but is not responsible for MLC liabilities such as the recovery of mercury switches in vehicles produced by MLC. See *In re: General Motors Corporation*, Case No. 09-50026 (REG), (Bankr. S. D. New York) (July 5, 2009). GM, which came into existence on July 10, 2009, has not produced vehicles with mercury switches and therefore has no legal responsibility for the recovery of mercury switches.

I understand MLC has been actively participating in NVMSRP and ELVS, and since filing for bankruptcy has funded the recovery of mercury switches in vehicles it produced. Consistent with my letter to the New England governors, GM has decided to voluntarily provide support to NVMSRP and ELVS when MLC exits bankruptcy, as described below. This contribution is being made on a good will basis to advance environmental protection, and not because GM has any legal responsibility for MLC's vehicles.

MLC has forecast that it will incur no more than \$5 million for mercury switch recovery through 2017, assuming a significantly stepped-up recovery to 48% from the actual recovery rate of approximately 24% for the past two years. Obviously, the funding requirements are less on a present value basis. Inasmuch as many of the relevant vehicles were sold under trademarks acquired by GM, we are prepared, in the interests of good will, to assist in addressing the potential MLC funding shortfall.

Accordingly, to the extent there is a funding gap for the period after the confirmation of the MLC Plan of Liquidation, GM will make a one-time voluntary contribution to ELVS not to exceed \$4.5 million for the mercury

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switch recovery effort. Assuming that MLC continues to contribute to the ELVS program until Plan Confirmation, it is our belief that this proposed GM voluntary contribution will cover the mercury switch obligations relating to MLC-produced vehicles. We believe, therefore, that NVMSRP/ELVS will have sufficient funding to continue successfully the mercury switch collection program.

We will communicate shortly to ELVS the timing of our planned donation and the acknowledgment of same we will request from it. If you have any questions, please contact Patrick McCarroll (313-665-4767).

Very truly yours,



Michael J. Robinson

Cc: Daniel F. Akerson, Chairman and CEO of GM Company, LLC
Albert Koch, President of Motors Liquidation Company
David Head, Managing Director of Motors Liquidation Company
Patrick J. McCarroll, Esq. GM Legal Staff
Martha Coakley, Attorney General, Massachusetts
Lisa Madigan, Attorney General, Illinois
James D. "Buddy" Caldwell, Attorney General, Louisiana
Douglas F. Gansler, Attorney General, Maryland
William H. Sorrell, Attorney General, Vermont
Odette Madriago, Acting Chief Deputy Director, California
Paul Aasen, Commissioner, Minnesota
Joe Martens, Acting Commissioner, New York
Cathy Stepp, Secretary, Wisconsin